

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

FILED
IN CLERKS OFFICE
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U.S. DISTRICT COURT
DISTRICT OF MASS.

CARDILLO & SONS, INC.,)
vs.)
Plaintiff)
vs.)
MRH INTERNATIONAL, INC., OFFICIAL))
SECURITY, INC., DARRYL CRONFELD,)
and MARGARET R. CRONFELD)
Defendants)

DOCKET NO.: 04-12496-JLT

AFFIDAVIT OF DEFENDANTS IN SUPPORT OF MOTION TO DISMISS

The undersigned on oath deposes and says:

1. Darryl Cronfeld (“Darryl”) and Margaret Cronfeld (“Margaret”), husband and wife reside at 3534 Leor Court, Las Vegas, Nevada 89121. They have been married for 18 years and have been residents of Nevada for 26 years and 34 years, respectively.
2. Margaret is President of MRH International, Inc. (“MRH”). Darryl is Secretary and Treasurer of MRH and President, Secretary and Treasurer of Official Security, Inc. (“OSI”). MRH and OSI are sometimes collectively referred to as the “Corporations.”

The shareholders of MRH are:

51% Margaret Cronfeld; and

49% Darryl Cronfeld.

The shareholders of OSI are:

100% Darryl Cronfeld

3. OSI has been in business for eighteen (18) years. MRH has been in business for sixteen (16) years. The offices of both corporations are at 2404 Santa Paula Drive, Las Vegas, Nevada 89121. The Corporations have never maintained offices outside of Nevada. Specifically neither Corporation has ever maintained an office in Massachusetts. None of the Defendants are or ever have been licensed by the Commonwealth of Massachusetts. OSI is a licensed security provider in Nevada and, if awarded a contract for a particular site outside Nevada, uses only security providers licensed in that state. The Defendants, MRH, Darryl and Margaret have not subcontracted with any Massachusetts licensed or unlicensed security providers. OSI has performed 325 separate jobs for CPS since 2003 involving approximately 3000 days of service. Over a period of three (3) years, the only Massachusetts jobs, the dates and length of each were:

- a. Peabody Police – October, 2003 (3 days);
- b. Private Massachusetts contractor – June, 2004 (2 days);
- c. Edgartown Police, Martha's Vineyard – September, 2004 (1 day).

4 The Complaint alleges in paragraph 1 competition for contracts between the Plaintiff and the Defendants relating to "security services at various assessment sites throughout the United States where the federal Transportation Administration ("TSA") and its prime contractor conduct

assessments of candidates for airport security positions.” The prime contractor is CPS Human Resource Services (“CPS”), engaged by TSA in 2003. “CPS is an independent self-supporting governmental agency with principal offices located in Sacramento, California, Washington, D.C. and Madison, Wisconsin, that provides recruitment, examining, testing assessments, staffing and Human Resource services to public agencies.” Complaint paragraphs 12 and 13.

5. There are twenty permanent Hiring Centers for various TSA projects one of which is in Boston. See the list attached hereto as **Exhibit 1** incorporated by reference. The Defendants have had no dealings except with CPS officials in Sacramento, California, and Washington, D.C. The Defendants have not traveled to nor corresponded in any way with other Hiring Centers and specifically have not done so in Massachusetts.
6. The Defendant, Darryl Cronfeld and his attorney met with CPS officials in Crystal City, Virginia (a suburb of Washington, D.C.) on November 23, 2004. At that time, CPS advised that its contract with TSA was due to be renewed in December of 2004 and that CPS was going to have the security portion of the prime contract rebid by all of its current security subcontractors, including the Defendants.
7. A new “Request for Proposal for Security Guard Services” (“RFP”) was sent out by CPS dated November 23, 2004 with bids due back by December 14, 2004 to CPS by internet, and by fax to Arlington, Virginia with notice of intent to bid. Defendant OSI has bid on this contract; to date no award has

been made. Attached hereto as **Exhibit 2** is the letter of November 23, 21004 to MRH from CPS and the eleven (11) page Instructions to Bidders.

Defendant OSI'S existing contract with CPS to provide security guard services was due to expire on December 26, 2004, but, pending the rebid process, was extended through February, 2005.

8. Three or the four Defendants (MRH, Darryl and Margaret) have done nothing to avail themselves of Massachusetts services, or to solicit business in that state. OSI has had very limited involvement in Massachusetts detailed in paragraph 4 involving six (6) days of work out of some 3000 days on 325 CPS

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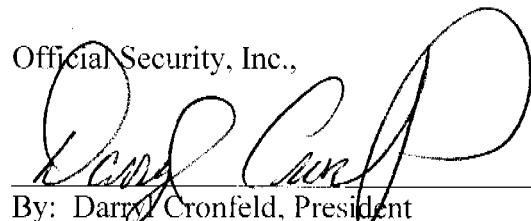
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jobs. The Defendants have no Massachusetts employees or representatives. In short, they have done nothing to lead them to expect to be "hauled" into court in Massachusetts or in the Federal Courts in Massachusetts.

Signed under the pains and penalties of perjury this 31st day of January, 2005.

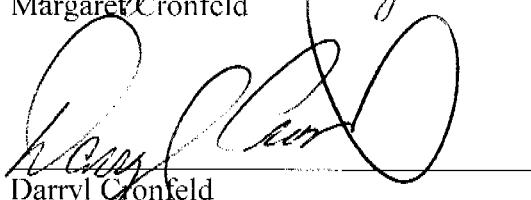
Official Security, Inc.,


By: Darryl Cronfeld, President

MRH International, Inc.,


By: Margaret Cronfeld, President


Margaret Cronfeld


Darryl Cronfeld